



RADFORD **COLLEGIANS** **CONSTITUTION**

Amended November 2014
Last updated: April 2015

Contents

Part 1	Preliminary	4
1	Definitions	4
1A	Application of Legislation Act 2001	4
Part 2	Name of Association	4
2	Name of Association	4
Part 3	Objects and purpose of the Association	5
3	Objects and Purpose of the Association	5
Part 4	Membership.....	6
4	Membership qualifications	6
5	Application for membership.....	6
6	Membership entitlements not transferable	7
7	Cessation of membership	7
8	Resignation of membership.....	7
9	Membership fee	8
10	Members' liabilities.....	8
11	Disciplining of members	8
12	Right of appeal of disciplined member	9
Part 5	Committee	10
13	Powers of Committee	10
14	Constitution and membership.....	11
15	Election of Committee members	11
16	Secretary.....	12
17	Treasurer.....	12
18	Public Officer	13
19	Association's nominee on the Board of Directors of Radford College Limited	13
20	Auditor.....	14

21	Audit of Accounts	14
22	Vacancies.....	15
23	Removal of Committee members.....	15
24	Committee meetings and quorum.....	16
25	Delegation by Committee to sub Committee	17
26	Voting and decisions	17
Part 6	General meetings	18
27	Annual general meetings—holding of	18
28	Annual general meetings—calling of and business at.....	18
29	General meetings—calling of.....	19
30	General meetings—form of notice	19
29	General meetings—procedure and quorum.....	20
30	Presiding member.....	21
31	Adjournment.....	21
32	Making of decisions	21
33	Voting.....	22
34	Appointment of proxies.....	22
Part 7	Miscellaneous	22
35	Funds—management.....	22
36	Alteration of objects and rules.....	23
37	Common seal.....	24
38	Custody of books.....	24
39	Inspection of books	24
40	Surplus property	24

Radford Collegians' Association Rules

Part 1 Preliminary

1 Definitions

In these rules:

Note A definition applies except so far as the contrary intention appears (see Legislation Act, s 155).

financial year means the year ending on 30 June.

member means a member, however described, of the Association.

ordinary Committee member means a member of the Committee who is not an office-bearer of the Association as mentioned in section 12 (1) (a).

Secretary means the person holding office under these rules as Secretary of the Association or, if no such person holds that office, the Public Officer of the Association.

Public Officer means a Public Officer required under the Act, section 57.

the Act means the *Associations Incorporation Act 1991*.

the regulation means the *Associations Incorporation Regulation 1991*.

1A Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

Part 2 Name of Association

2 Name of Association

The name of the Association is the Radford Collegians' Association Incorporated (the *Association*).

- (2) As soon as is practicable after receiving an application for membership, the Secretary must decide whether to approve or to reject the application according to section 4.
- (3) If the Secretary decides to approve an application for membership and the membership fee has been received, the Secretary must enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

6 Membership entitlements not transferable

A right, privilege or obligation that a person has because of being a member of the Association—

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

7 Cessation of membership

A person ceases to be a member of the Association if the person—

- (a) dies; or
- (b) resigns from membership of the Association; or
- (c) is expelled from the Association.

8 Resignation of membership

- (1) A member is not entitled to resign from membership of the Association except in accordance with this section.
- (2) A member who has paid all amounts payable by the member to the Association may resign from membership of the Association by first giving notice (of not less than 1 month or, if the Committee has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- (3) If a person ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

9 Membership fee

- (1) The membership fee is the amount determined by resolution of the Committee.
- (2) A person accepted as an honorary member is entitled to a membership to the Association without payment of a membership fee.

10 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member in relation to membership of the Association as required by section 9.

11 Disciplining of members

- (1) If the Committee is of the opinion that a member—
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;the Committee may, by resolution—
 - (c) expel the member from the Association; or
 - (d) suspend the member from the rights and privileges of membership of the Association that the Committee may decide for a specified period.
- (2) A resolution of the Committee under subsection (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.
- (3) If the Committee passes a resolution under subsection (1), the Secretary must, as soon as practicable, serve a written notice on the member—
 - (a) setting out the resolution of the Committee and the grounds on which it is based; and

- (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Committee at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the Committee mentioned in subsection (2), the Committee must—
- (a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the Committee by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the Committee made under subsection (1).
- (5) If the Committee confirms a resolution under subsection (4), the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 12.
- (6) A resolution confirmed by the Committee under subsection (4) does not take effect—
- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (b) if within that period the member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with section 12 (4).

12 Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee that is confirmed under section 11 (4),

within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

- (2) On receipt of a notice under subsection (1), the Secretary must notify the Committee which must call a general meeting of the Association to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a general meeting of the Association called under subsection (2)—
 - (a) no business other than the question of the appeal may be transacted; and
 - (b) the Committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present must vote by secret ballot on the question of whether the resolution made under section 11 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 11 (4), that resolution is confirmed.

Part 5 Committee

13 Powers of Committee

The Committee, subject to the Act, the regulation, these rules, and to any resolution passed by the Association in general meeting—

- (a) controls and manages the affairs of the Association; and
- (b) may exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and
- (c) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association including those mentioned in section 3.

14 Constitution and membership

- (1) The Committee is to have a minimum of 5 and a maximum of 10 members and is to consist of—
 - (a) the office-bearers of the Association; and
 - (b) ordinary Committee members;each of whom must be elected under section 15 or appointed in accordance with subsection (4).
- (2) The office-bearers of the Association are—
 - (a) the President; and
 - (b) the Vice-President; and
 - (c) the Treasurer;
 - (d) the Secretary; and
 - (e) the Public Officer
- (3) Each member of the Committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) If there is a vacancy in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

15 Election of Committee members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary Committee members—
 - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate; and
 - (b) must be given to the Secretary of the Association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of office-bearers and ordinary Committee members must be conducted at the annual general meeting in the way the Committee may direct.
- (7) A person is not eligible to hold more than 2 positions on the Committee simultaneously. If a person holds 2 positions on the Committee, the person is only entitled to one vote on Association business.

16 Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (2) The Secretary must keep minutes of—
 - (a) all elections and appointments of office-bearers and ordinary Committee members; and
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

17 Treasurer

- (1) The Treasurer of the Association must—

- (a) collect and receive all amounts owing to the Association and make all payments authorised by the Association in a manner agreed by the Committee; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
 - (c) make arrangements for the annual audit and the presentation of such audit at each annual general meeting.
- (2) The accounts, books and records referred to in subsection (1) must be kept at a place determined by the Committee.

18 Public Officer

The Public Officer must be a person who resides in the ACT. If the Public Officer does not reside in the ACT, the Committee must appoint another member who is eligible to be the Public Officer in accordance with the Act. The Public Officer may also hold another position on the Committee.

19 Association's nominee on the Board of Directors of Radford College Limited

- (1) The Association nominee on the Board of Directors of Radford College Limited is to be a Committee member of the Association nominated by the Committee. The conditions attaching to such a nomination are that the nominee:
- (a) is to be appointed by the Committee, and holds appointment at the pleasure of the Committee but may not serve on the Board as the Association nominee for more than 4 consecutive years;
 - (b) must report promptly to the Committee on all matters under consideration by the Board which affect the functions, interests, and role of the Association, must represent to the Board the views of the Association and must vote on the Board keeping in mind the views of the Committee; and
 - (c) must not already be a member of the Board of Directors of Radford College Limited.

- (2) The appointment will be reviewed by the Committee at least every 2 years.

20 Auditor

- (1) At each annual general meeting of the Association, the members present must appoint a person who is not a Committee member as the Auditor of the Association.
- (2) A person so appointed is to hold office until the annual general meeting next after that at which he or she is appointed and is eligible for re-appointment.
- (3) If an appointment is not made at an annual general meeting the Committee must appoint an Auditor of the Association for the then current financial year of the Association.
- (4) If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Committee must appoint a person as the Auditor and the person so appointed will hold office until the next succeeding annual general meeting.

21 Audit of Accounts

- (1) Once at least in each financial year of the Association the accounts of the Association must be examined by the Auditor.
- (2) The Auditor must certify as to the correctness of the accounts of the Association and must report thereon to the members present at the Annual General Meeting.
- (3) In the Auditor's report, and in certifying to the accounts, the Auditor must state:
 - (a) whether the Auditor has obtained the information required by the Auditor;
 - (b) whether, in the Auditor's opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to the Auditor and as shown by the books of the Association; and
 - (c) whether the rules relating to the administration of the funds of the Association have been observed.

- (4) The Treasurer of the Association must cause to be delivered to the Auditor a list of all the accounts, books and records of the Association.
- (5) The Auditor:
 - (a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
 - (b) may require from the any employees or office holders of the Association such information and explanations as may be necessary for the performance of the Auditor's duties as Auditor;
 - (c) may employ persons to assist the Auditor in investigating the accounts of the Association; and
 - (d) may, in relation to the accounts of the Association, examine any member of the Committee or any employees or office holders of the Association.

22 Vacancies

For these rules, a vacancy in the office of a member of the Committee happens if the member—

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) resigns the office; or
- (d) is removed from office under section 23 (Removal of Committee members); or
- (e) becomes bankrupt or personally insolvent; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act, section 63 (1); or
- (h) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

23 Removal of Committee members

The Association in general meeting may by resolution, subject to the Act, section 50, remove any member of the Committee from the

office of member of the Committee before the end of the member's term of office.

24 Committee meetings and quorum

- (1) The Committee must meet at least 3 times in each calendar year at the place and time that the Committee may decide.
- (2) Additional meetings of the Committee may be called by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business may be transacted by the Committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of the Committee—
 - (a) the President or, in the absence of the President, the Vice-President presides; or
 - (b) if the President and the Vice-President are absent—1 of the remaining members of the Committee may be chosen by the members present to preside.

25 Delegation by Committee to sub committee

- (1) The Committee may, in writing, delegate to 1 or more sub Committees (consisting of the member or members of the Association that the Committee considers appropriate) the exercise of the functions of the Committee that are specified in the instrument, other than—
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the Committee by the Act, by any other Territory law, or by resolution of the Association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, which may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, in writing, revoke wholly or in part any delegation under this section.
- (7) A sub committee may meet and adjourn as it considers appropriate.

26 Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub Committee appointed by the Committee are decided by a majority of the votes of members of the Committee or sub Committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub Committee appointed by the Committee (including the person

29 General meetings—calling of

- (1) The Committee may, whenever it considers appropriate, call a general meeting of the Association.
- (2) The Committee must, on the requisition in writing the lesser of 5% of the total number of members or 20 members, call a general meeting of the Association.
- (3) A requisition of members for a general meeting—
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the Committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

30 General meetings—form of notice

- (1) The Secretary must, at least 21 days before the date fixed for the holding of the general meeting, give notice to each member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, give notice to each member specifying, in addition to notice of the meeting, the intention to propose the resolution as a special resolution.

- (3) Notice of a general meeting or of a special resolution is taken to have been given to all members of the Association if any one or more of the following is done:
 - (a) a notice is inserted in the Public Notices section of the Canberra Times on a Saturday;
 - (b) a notice is inserted in 2 or more Radford Bulletins or equivalent, in which case notice is taken to have been given on the date of the publication of the second such Radford Bulletin or equivalent;
 - (c) an email is sent to each email address used by the Association for communicating with members.
- (4) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 28 (2).
- (5) A member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29 General meetings—procedure and quorum

- (1) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

30 Presiding member

- (1) The President, or in the absence of the President, the Vice-President, presides at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

31 Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- (1) A question arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken—
 - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

33 Voting

- (1) Subject to subsection (3), on any question arising at a general meeting of the Association a member has 1 vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.

34 Appointment of proxies

- (1) Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form decided from time to time by the Committee.

Part 7 Miscellaneous

35 Funds—management

- (1) The funds of the Association are to be derived from membership fees, donations, fund raising activities and subject to any resolution

passed by the Association in General Meeting and subject to the Act, section 114, such other sources as the Committee determines.

- (2) Subject to any resolution passed by the Association in a general meeting, the funds of the Association must be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (3) The Committee must open with such bank or approved institution as that Committee selects, banking accounts in the name of the Association into which all moneys received must be paid by the Treasurer of the Association as soon as practicable after receipt thereof.
- (4) Except with the authority of the Committee, no payment of a sum exceeding \$25 may be made from the funds of the Association otherwise than by cheque drawn on the Association's banking account, but the Committee may advance the Treasurer a sum adequate to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Committee may impose.
- (5) No cheques may be drawn on any of the Association's accounts except for the payment of expenditure that has been authorised by the Committee, or by an Annual General or Special General Meeting. The Committee may delegate its authority in this regard to any other office bearer or member of the Association or sub Committee specifying the limits within which that delegated authority may be exercised.
- (6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer or, in the Treasurer's absence, by such other members of the Committee as that Committee may nominate for that purpose, and must be countersigned by the President, the Vice-President or the Secretary.

36 Alteration of objects and rules

Neither the objects of the Association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act by way of special resolution at a General Meeting called for the specific purpose of altering the Association's rules.

37 Common seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the Committee and the attaching of the common seal must be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the Secretary.

38 Custody of books

Subject to the Act, the regulation and these rules, the Secretary must keep in the Secretary's custody or under the Secretary's control all records, books, and other documents relating to the Association.

39 Inspection of books

The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a member of the Association at any reasonable hour.

40 Surplus property

- (1) At the first general meeting of the Association, the Association must pass a special resolution nominating—
 - (a) another Association for the Act, section 92 (1) (a); or
 - (b) a fund, authority or institution for the Act, section 92 (1) (b);in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
- (2) An Association nominated under subsection (1) (a) must fulfil the requirements specified in the Act, section 92 (2).